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INTERSTATE COMMERCE COMMISSION

SOUTHERN PACIFIC TRANSPORTATION COMPANY  
EQUIPMENT TRUST

SERIES NO. 47

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SECOND

SUPPLEMENT TO EQUIPMENT TRUST  
Dated as of October 1, 1974

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FIRST PENNSYLVANIA BANK N. A.

TO

SOUTHERN PACIFIC TRANSPORTATION COMPANY

SUPPLEMENT TO EQUIPMENT TRUST dated as of the first day of October, 1974, between First Pennsylvania Bank N. A. (formerly The First Pennsylvania Banking and Trust Company), a corporation duly organized and existing under the laws of the Commonwealth of Pennsylvania, Trustee as hereinafter mentioned (hereinafter called the "Trustee"), party of the first part, and Southern Pacific Transportation Company, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the "Company"), party of the second part:

WHEREAS, by a certain Equipment Trust, dated as of July 1, 1970, there was constituted the Southern Pacific Transportation Company Equipment Trust, Series No. 47(hereinafter called the "Equipment Trust"), under which certain railroad equipment was transferred to and the title thereto vested in the Trustee thereunder and was leased to Southern Pacific Transportation Company and;

WHEREAS, pursuant to the provisions of said Equipment Trust, the Company has deposited with the Trustee an amount in cash equal to the fair value of Trust Equipment (all equipment described in and referred to in said Equipment Trust being herein referred to as "Trust Equipment") destroyed as provided in said Equipment Trust; and

WHEREAS, the Company has assigned and transferred to the Trustees other standard-gauge railroad equipment, other than work equipment, hereinafter specifically described, free from all liens and encumbrances, at least equal to the fair value,

determined as provided in the Equipment Trust, of the railroad equipment destroyed; and

WHEREAS, the Equipment Trust provides that upon the transfer and delivery of said other railroad equipment to the Trustee, the same shall be and become part of the Trust Equipment;

WITNESSETH:

That First Pennsylvania Bank N. A., Trustee as aforesaid (acting in pursuance of the Equipment Trust), party of the first part, for and in consideration as well as the sum of One Dollar to it paid by the Company, party of the second part, at or before the unsealing and delivery hereof, the receipt of which is hereby acknowledged, as of the rents and covenants provided in the Equipment Trust to be paid, kept and performed by the Company, has let and leased, and does hereby let and lease to the Company as part of the Trust Equipment of Southern Pacific Transportation Company Equipment Trust, Series No. 47, the railroad equipment hereinafter described, to wit:

- 1            100 ton, 23,500 gallon tank car,  
              lettered SP and numbered 67300.
- 2            h.p., type SW-1500 switch locomotives,  
              lettered SP and numbered 2668 and 2669.

TO HAVE AND TO HOLD, as a part of the Trust Equipment, subject to all the terms and conditions of the Equipment Trust.

This Second Supplement may be simultaneously executed in several counterparts, each of which, so executed, shall be deemed to be an original, and such counterparts together

shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of the Equipment Trust, and the Company, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.


FIRST PENNSYLVANIA BANK N.A.,  
Trustee

By   
Vice President

Attest:

  
Assistant Secretary

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By   
Assistant Vice President and  
Assistant Treasurer

Attest:

  
Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA

CITY AND COUNTY OF PHILADELPHIA

)  
) ss.  
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On this 13<sup>th</sup> day of November, 1974, before me personally appeared A. N. Kasper, to me personally known, who, being by me duly sworn, says that he is Vice President of First Pennsylvania Bank N. A., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elizabeth J. Schickel

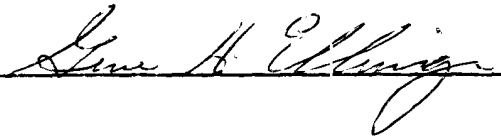
Notary Public, Philadelphia, Philadelphia Co.

My Comm. Expires February 1, 1975

STATE OF CALIFORNIA

City and County of San Francisco ) ss.

On this *1st* day of *November*, 1974, before me personally appeared BRUCE G. MCPHEE, to me personally known, who being by me duly sworn, says that he is Assistant Vice President and Assistant Treasurer of Southern Pacific Transportation Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
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